

## **EXHIBIT C**



## **GPS Coastal Training Academy and Southside Soccer Club of South Carolina Partnership Agreement**

THIS AGREEMENT made and entered into on this day, 27th February 2015, by and between **Global Premier Soccer** (hereinafter "GPS") and **Southside Soccer Club of South Carolina** (Hereinafter "SSC") and will run through a minimum of 5 years through May 2020.

### **Goals and Principles of this agreement**

- GPS Carolina is part of Global Premier Soccer (GPS) who are a Player Development Program based in 10 states and is one of the biggest and most successful clubs/coaching organization in the US.
- SSC and GPS share a philosophy of player development.
- GPS has the resources and experience necessary to develop SSC's existing program and dramatically increase the quantity and quality of players in at all age groups.
- GPS is the Official North American Partner of FC Bayern
- SSC and GPS have a unique opportunity to become the leading soccer club in the territory under a new moniker **"GPS Coastal Training Academy" an Official North American Partner club of FC Bayern. (or another moniker TBD)**

### **Southside Soccer Club Board**

- The existing SSC board will remain and maintain its club status within the South Carolina Youth Soccer Association.
- GPS will be contracted to assume operational control and accountability of all soccer related activities for SSC for the term of this agreement.
- The Board of SSC shall advise GPS with the direction of the club while GPS provide the Management & Business Support Services under this agreement.
- SSC and GPS will merge operations in the "public sector" to **form "GPS Coastal Training Academy"**
- The Board along with GPS will establish a document that outlines a list of key duties and associated timelines to be performed in year one for operational success. The document will identify and assign duties to the responsible parties, either solely or shared



## **Coaches**

- The Board and GPS will work together to identify the best available coaches, and once hired assign coaches to appropriate teams.
- All current SSC coaches will be reviewed by the board and GPS and their positions role to be defined prior to placement of any other coach.
- GPS will provide an environment to develop new coaches by hosting monthly staff training days which all staff will be expected to attend. GPS will also invite all staff to the GPS staff training days. GPS will provide age appropriate curriculum for all GPS coaches to follow.
- A compensation system for coaches will be structured and agreed by the board and GPS.

## **Players**

- GPS will bring the support of a Full Time Technical Department (TD). The TD will provide all staff with an age appropriate curriculum and other player development documents.

## **Programs (Academy, Challenge, Classic, Premier)**

- GPS will also assign one staff member as the GPS Coastal Training Academy Coaching Director.
- GPS will assign Anthony Serpe as the Community Development Director and Girls Director
- The Coaching Director and Director of Operations, along with GPS Carolina General Manager, Luke Krawczyk and GPS Director of Football, Paul Baber, will be responsible for all managerial, operational and business services provided to SSC through the term of this agreement.
- Beginning May1, 2015, all management of Southside Soccer Club of South Carolina programs will transition to GPS. This will begin the cycle that starts with tryouts, team selection, etc., in May 2015, followed by player registration and payment for the fall season.



- Registration and payment will be through the GPS online payment system.
- Prior to May 1st, a budget and competitive calendar will be decided for each 2015-2016 fall-winter-spring programs detailing the number of training and game events, league participation, uniforms etc..
- GPS will establish a team specific player policy handbook outlining the programming and costs for each team.
- GPS would work with the board on each team's player's fees budget.
- If SSC decide to continue to operate as a non-profit and apply and receive their 5013C EIN number and as long as in place prior to April 15<sup>th</sup> of each year, then SSC can chose for the financials to be managed in the following manner:-

### **Collections and Payments.**

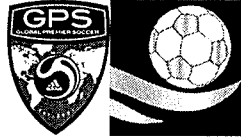
GPS shall, on behalf of SSC bill players and collect the fees for GPS Coastal Training Academy soccer programs as follows:

- GPS shall deposit into a new bank account chosen by SSC in SSC name, all funds, fees and revenues generated from GPS Coastal Training Academy teams.
- GPS is authorized to: (i) pay all costs and expenses incurred by GPS Coastal Training Academy.
- GPS shall deliver to SSC no later than the 10<sup>th</sup> of each month, a full accounting of all billings and collections for the prior calendar month and all funds collected by GPS for services of SSC

### **Financial Arrangements**

- GPS shall be paid a Management Fee and Compensation as set forth below:  
GPS Coastal Training Academy (Southside SC)Program Fees x 95% = GPS Management Fee
- GPS will retain 95% of Camps, Clinics, and Tournaments Revenue and allocate the 5% to SSC player financial aid-scholarship fund.
- The 5% remaining may be used by the SSC Board on a variety of fundraising programs to support scholarships, under privilege and disabilities programs or such items as field improvements/maintenance.

### **Additional Programs**



- Along with the current SSC team program GPS Coastal Training Academy expect to provide additional program and club expansion with the following programs:-
  - Winter training
  - Summer programs
  - Camps and clinics
  - After school programs
  - EDP (Early development Program)
  - Academy program

#### **Other Playing opportunities**

- GPS and SSC will identify expanded play opportunities for the highest level and most committed players within the club for additional play experiences. This will include:
  - FC Bayern ID program
  - GPS Bayern Regional Teams
  - GPS Bayern National Teams

#### **College Program**

- In fall 2015 and beyond, GPS will set up a college placement program and introduce a college liaison officer.
- In fall 2015 and beyond, GPS will create brochures for all teams travelling to showcase events.



### **Uniforms**

- As of May 2015 players will now purchase Adidas uniforms through EZ Kit
- Players will wear the following FC Bayern uniform
  - AWAY Uniform
  - Training Shirt
- GPS Coastal Training Academy players would continue to wear Blue as the home color uniform.
- Additional uniform pieces can be added as part of the basic package or as add-ons. Specific packages to be determined by GPS and board for each program.

### **Website**

- GPS will either add to the current GPS Carolina OR create a new website for GPS Coastal Training Academy. The Board will work together to conform on website content. GPS will assign a marketing director to GPS Coastal Training Academy who will populate the website and will update the website with regular updates stories.

### **Social Media**

- GPS will be given access to all SSC current social media accounts including Facebook and twitter but will also be responsible for creating new ways to connect with player's parents and families. GPS will look to implement Instagram, Youtube and club Snapchat accounts to help raise the profile of the club.

### **Fundraising**

- GPS will work with the SSC board on a variety of fundraising programs to support scholarships, under privilege and disabilities programs.
- GPS will support the fundraising each year with an agree upon donation
- SSC will continue to operate as the non-profit arm of GPS Coastal Training Academy

### **Inner City program**

- GPS and SSC will work cooperatively to implement an" inner city" program along with working to identify and provide scholarships to those less privileged players.



### Marketing and Communication

- GPS will work with SSC and others as needed to effectively market, educate and communicate to club members on an ongoing basis for success and growth of the club.

### Competing Clubs

- It is understood that both SSC and GPS expect GPS Coastal Training Academy to become the biggest and best soccer program within the region
- SSC recognizes that other clubs/coaches, may wish to be part of the new entity and GPS / SSC will be open to communication with these parties.

### TERM

*May 1st 2015* *APRIL 1st 2020*  
The initial term of this management agreement will be for a minimum period of 5 years ~~and 2 months, March 1st 2015 through May 1st 2020~~. The agreement will be reviewed by the SSC board prior to the initial end date and GPS will be informed at least 60 days prior to this date if SSC decide to not renew the agreement. The agreement will automatically renew for another 5 year period if no prior notification is received.

Either party may terminate without cause on May 1<sup>st</sup> of each year by providing prior written notice of its intention to terminate this agreement by February 1<sup>st</sup> of the same calendar year.

The parties have executed this Agreement effective as of the date written below.

### Global Premier Soccer

By: *Paul Baber*  
GPS Director of Football, Paul Baber

Date: *5/4/15*

### Southside Soccer Club of South Carolina Board

By: *MILHAEC MANNING*  
SSC President  
Date: *3/31/15*

By: *ANTHONY SERPE*  
SSC Vice President, ~~TREASURER~~  
Date: *3/20/2015*